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Amendment Filed  
4-26-61

6 pgs.

B 17838 - E

WACKENHUT CORPORATION (THE)

Amend ART III inc cap to  
1,000,000 com @ \$0.10; amend  
ART XII, pre-emptive rights.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA,  
by MRC, on April 26, 1961

TOM ADAMS  
SECRETARY OF STATE

LAW OFFICES OF  
**SMATHERS, THOMPSON & DYER**

ALFRED I. DUPONT BUILDING  
 MIAMI 32, FLORIDA

April 24, 1961

FRANK SMATHERS  
 OF COUNSEL  
 GEO. H. THOMPSON  
 1876-1829

CABLE ADDRESS  
 "STAMO"

JOHN G. THOMPSON  
 GEORGE A. SMATHERS  
 DAVID W. DYER  
 GEORGE F. MEISTER  
 E. S. QUICK  
 DAVID S. BATCHELOR  
 CARL D. WALDIN, JR.  
 HERVEY VANCEY  
 CROMWELL A. ANDERSON  
 L.S. BONSTEEL  
 JOHN A. FITZSIMMONS  
 SAMUEL A. BRODNER, JR.  
 JAMES L. ARMSTRONG III  
 WILLIAM S. MARSHALL  
 G. MORTON GOOD  
 ROLAND R. PARENT  
 ROBERT F. O'MALLEY  
 RAY B. GUTHRIE  
 TED C. BLUM

FR 00523  
 APR 26 1 50 PM '61  
 RECEIVED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Honorable Tom Adams  
 Secretary of State  
 Tallahassee, Florida

Dear Sir:

Enclosed are the original and nine copies of Amendments to the Certificate of Incorporation of The Wackenhut Corporation.

A check in the amount of \$217.00, also included, covers the following items:

Filing Tax (increase in authorized stock from 100,000 shares of 10¢ par value stock to 1,000,000 shares of 10¢ par value stock, increase in capitalization of \$90,000.00).....	\$180.00
Certified Copies.....	27.00
(Nine)	
Filing Fee .....	10.00
	<u>\$217.00</u>

Please certify the nine copies which have been enclosed after approval of the foregoing amendments.

Very truly yours,  
 SMATHERS, THOMPSON & DYER

*Robert F. O'Malley*  
 Robert F. O'Malley

RFO mfh  
 Enclosures

C. TAX	180.00
FILING	10.00
R. ACENT FEE	
C. COPY	27.00
TOTAL	217.00
N. BANK	217.00
BALANCE DUE	
REFUND	

AMENDMENTS TO THE CERTIFICATE OF INCORPORATION OF  
THE WACKENHUT CORPORATION

RECEIVED  
MAY 26 1 50 PM '61  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, constituting all the stockholders and all the directors of The Wackenhut Corporation, a Florida corporation, do hereby manifest our intention in accordance with Section 608.18(8) of Florida Statutes that the Certificate of Incorporation of The Wackenhut Corporation be amended and changed as follows:

Article III shall be amended and changed to read as follows:

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock with a nominal or par value of Ten (10¢) per share.

*[Signature]*  
APPROVED AND FILED


Article XII shall be amended and changed to read as follows:

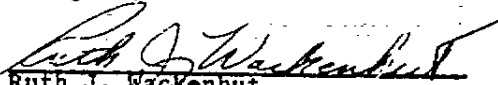
ARTICLE XII

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also including, without limitation, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stock, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings in which they, or any of them, are made parties, or a party by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise. The right of indemnification hereinabove stated shall under no circumstances extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

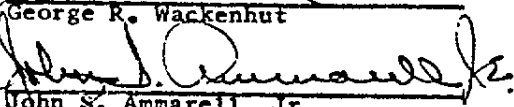
DATED this 24th day of April, 1961.

  
George R. Wackenhut

  
Ruth J. Wackenhut

All of the shareholders of The  
Wackenhut Corporation

  
George R. Wackenhut

  
John S. Ammarell, Jr.

  
Robert F. O'Malley

All of the directors of The  
Wackenhut Corporation

I, RUTH J. WACKENHUT, do hereby certify that the above  
and foregoing persons constitute all of the stockholders and  
directors of The Wackenhut Corporation.

  
Ruth J. Wackenhut, Secretary

(CORPORATE SEAL)